

ALVORD AND ALVORD

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RECORDATION NO.

14522-F FILED

FEB 4 '00

1:02 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

February 4, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies of a Bill of Sale and Partial Release, dated January 21, 2000, a secondary document, as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement ⁽⁸⁴⁻¹⁾ previously filed with the Commission under Recordation Number 14522.

The names and addresses of the parties to the enclosed document are:

Grantor/Lessor:	FINOVA Capital Corporation (successor to The Bank of New York) One Crossroads Center, Building A Bedminster, New Jersey 07921
Grantee/Lessee:	General American Transportation Corporation 500 West Monroe Street Chicago, Illinois 60661
Security Trustee:	The Bank of New York (successor to Mercantile-Safe Deposit and Trust Company) 10161 Centurion Parkway Jacksonville, Florida 32256

Mr. Vernon Williams
February 4, 2000
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A description of the railroad equipment covered by the enclosed document is
one (1) railcar GATX 018388

Also enclosed is a check in the amount of \$26.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 14522-F FILED

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1-02 PM

**BILL OF SALE AND PARTIAL RELEASE
SURFACE TRANSPORTATION BOARD**

FINOVA Capital Corporation as Successor to The Bank of New York, the Lessor (the "Lessor") under a Restated and Amended Equipment Lease Agreement (GATC Trust 84-1) dated as of December 20, 1984 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release by virtue of receipt of a casualty payment representing the stipulated loss value for a railcar, to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 018388 (the "Unit") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

The Bank of New York successor to Mercantile - Safe Deposit and Trust Company, as trustee (the "Security Trustee") under a Trust Indenture and Security Agreement (GATC Trust 84-1) dated as of December 20, 1984 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: 1/21, 2000

FINOVA Capital Corporation, as successor to
BNY Capital Resources Corporation, Lessor

By: Sandra K. McDonough
Title: Vice President

The Bank of New York, successor to Mercantile-
Safe Deposit and Trust Company

By: _____
Title: _____

BILL OF SALE AND PARTIAL RELEASE

FINOVA Capital Corporation as Successor to The Bank of New York, the Lessor (the "Lessor") under a Restated and Amended Equipment Lease Agreement (GATC Trust 84-1) dated as of December 20, 1984 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 018388 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

The Bank of New York successor to Mercantile - Safe Deposit and Trust Company, as trustee (the "Security Trustee") under a Trust Indenture and Security Agreement (GATC Trust 84-1) dated as of December 20, 1984 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: 1/21, 2000

FINOVA Capital Corporation, as successor to
BNY Capital Resources Corporation,
Lessor

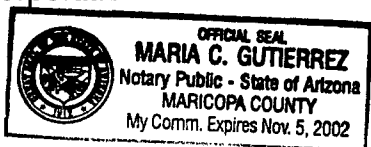
By: _____
Title: _____

The Bank of New York, successor to Mercantile-Safe
Deposit and Trust Company

By: Thomas B. Zakrzewski
Title: THOMAS B. ZAKRZEWSKI
VICE PRESIDENT

State of Arizona)
) SS:
County of Maricopa)

On this 27th day of January, 2000, before me personally appeared Sandra K. McDonald to me known, who being by me duly sworn, say that (s)he is a Vice President of FINOVA Capital Corporation, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Maria C. Gutierrez
Notary Public

[Notarial Seal]

My commission expires:

State of _____)
) SS:
County of _____)

On this _____ day of _____, 2000, before me personally appeared _____, to me known, who being by me duly sworn, says that (s)he is a _____ of Bank of New York, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of)
) SS:
County of)

On this ____ day of _____, 2000, before me personally appeared _____, to me known, who being by me duly sworn, say that (s)he is a _____ of FINOVA Capital Corporation, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of)
) SS:
County of)

On this 21 day of JANUARY, 2000, before me personally appeared **THOMAS B. ZAKRZEWSKI** **VICE PRESIDENT** of Bank of New York, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Commission Expires May 16, 2000